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INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF APPOINTMENT OF,
ACCEPTANCE OF APPOINTMENT BY, AND
ASSIGNMENT TO, SUCCESSOR TRUSTEE
AND
STATEMENT OF NEW IDENTIFYING NUMBERS
OF RAILROAD EQUIPMENT

Dated as of August 31, 1984

By and Among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
As Resigning Trustee,

MANUFACTURERS HANOVER TRUST COMPANY,
As Successor Trustee,

IC EQUIPMENT LEASING COMPANY (Successor
in interest to Chicago & Illinois Western Railroad),
As Lessee of Railroad Equipment

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY (Successor
in interest to Illinois Central Railroad Company),
as Guarantor of Trust Certificates

AMENDING

CHICAGO & ILLINOIS WESTERN RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES A
Dated as of May 1, 1971

INSTRUMENT OF APPOINTMENT OF,
ACCEPTANCE OF APPOINTMENT BY, AND
ASSIGNMENT TO, SUCCESSOR TRUSTEE
AND
STATEMENT OF NEW IDENTIFYING NUMBERS
OF RAILROAD EQUIPMENT

THIS INSTRUMENT, dated as of August 31, 1984 among Morgan Guaranty Trust Company of New York, a corporation duly organized and existing under the laws of the State of New York, as Trustee ("Morgan"), IC Equipment Leasing Company (the "Company"), a corporation duly organized and existing under the laws of the State of Illinois and successor in interest to Chicago & Illinois Western Railroad, Manufacturers Hanover Trust Company, a corporation duly organized and existing under the laws of the State of New York, as successor trustee ("Manufacturers Hanover"), and Illinois Central Gulf Railroad Company, a corporation duly organized and existing under the laws of the State of Delaware and successor in interest to Illinois Central Railroad Company (the "Guarantor").

WHEREAS, the Company and Morgan have entered into the Equipment Trust Agreement listed on Schedule A attached hereto (such Equipment Trust Agreement as heretofore supplemented or amended is hereinafter referred to as the "Equipment Trust Agreement") pursuant to the terms of which certain leased railroad equipment is held by the Trustee in trust for the benefit of the holders of the Trust Certificates (as defined in the Equipment Trust Agreement); and

WHEREAS, Morgan has continued to act and is

currently acting as Trustee under the Equipment Trust Agreement; and

WHEREAS, pursuant to the Equipment Trust Agreement Morgan may notify the Company in writing of its desire to divest itself of the Trust Equipment (as defined in the Equipment Trust Agreement) and terminate its duties and obligations and rights under the Equipment Trust Agreement and under the Trust Certificates issued pursuant thereto; and

WHEREAS, Morgan has so notified the Company (a copy of such notice being attached hereto as Exhibit A) and, pursuant to the Equipment Trust Agreement, the Company thereafter has the right to designate in writing to Morgan a bank or trust company, doing business in the Borough of Manhattan, City and State of New York, and having a capital and surplus aggregating at least \$100,000,000, as successor trustee to which may be assigned the entire right, title and interest of Morgan in the Trust Equipment and in which may be vested the rights, powers, duties and obligations of Morgan under the Equipment Trust Agreement and under the Trust Certificates, such successor trustee to serve subject to the right of the holders of the majority in principal amount of the then outstanding Trust Certificates to appoint any successor trustee within one year from the date of Morgan's notice to the Company referred to hereinabove; and

WHEREAS, Manufacturers Hanover is a bank and trust

company doing business in the Borough of Manhattan, City and State of New York, and having a capital and surplus aggregating at least \$100,000,000; and

WHEREAS, pursuant to the Equipment Trust Agreement the Company has designated in writing to Morgan that Manufacturers Hanover, as successor trustee, is to be assigned all right, title and interest of the Trustee and vested with such rights, powers, duties and obligations of Morgan (a copy of such designation being attached hereto as Exhibit B); and

WHEREAS, the Equipment Trust Agreement was filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act (successor to Section 20c of such Act) and assigned the recordation number set forth on Schedule A; and

WHEREAS, the Company is in the process of renumbering much of its rolling stock and certain of the units of Trust Equipment subject to the Equipment Trust Agreement are being so renumbered, as shown on Schedule B attached hereto; and

WHEREAS, the parties hereto desire to execute this Instrument and to file the same pursuant to Section 11303 of the Interstate Commerce Act to evidence for the public

record the appointment of Manufacturers Hanover as successor trustee under the Equipment Trust Agreement and the change in identification numbers of certain units of Trust Equipment;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

1. The Company hereby appoints Manufacturers Hanover Trust Company, a corporation organized and existing under the laws of the State of New York and having its corporate trust department at 600 Fifth Avenue, New York, New York 10020, as successor trustee under the Equipment Trust Agreement and the Trust Certificates.

2. Effective at the close of business on August 31, 1984, Manufacturers Hanover hereby accepts all the estates, properties, rights, powers, trusts, duties and obligations of Morgan, Manufacturers Hanover's predecessor in trust under the Equipment Trust Agreement, upon the terms and conditions set forth herein and therein.

3. Manufacturers Hanover, pursuant to the provisions of the Equipment Trust Agreement, hereby requests that Morgan by these presents transfer and convey to Manufacturers Hanover, as successor trustee, all the right, title and interest in and to the Trust Equipment and to any cash, securities or other property held by Morgan under the Equipment Trust Agreement and all the rights, powers, trusts, duties and obligations of Morgan under the Equipment

Trust Agreement, and hereby requests that the Company and the Guarantor by these presents join in such transfer and conveyance.

4. Pursuant to the request of Manufacturers Hanover, Morgan hereby grants, gives, bargains, sells, aliens, remises, releases, conveys, confirms, assigns, transfers, delivers and sets over to Manufacturers Hanover, as such successor trustee, all the right, title and interest of Morgan in and to the estate created by the Equipment Trust Agreement (including, without limitation, any money, securities, and Trust Equipment) and all rights, powers, trusts, duties and obligations under the Equipment Trust Agreement and the Trust Certificates and does hereby pay over, assign, transfer and deliver to Manufacturers Hanover, as successor trustee, any money, securities or other property which Morgan, as predecessor Trustee, holds pursuant to the terms of the Equipment Trust Agreement.

The above-mentioned Trust Equipment is granted, given, bargained, sold, alienated, remised, released, conveyed, confirmed, assigned, transferred, delivered and set over by Morgan in the respective condition "as is" of each unit of such Trust Equipment, without any representation or warranty whatsoever, with respect to the Trust Equipment, express, implied or statutory, in law or in equity, by Morgan including, without limitation, any representation or warranty as to the existence, value,

quality, condition, merchantability, obsolescence, fitness, suitability for use or working order of any of such Trust Equipment being transferred hereby and, with respect to the Trust Equipment, without recourse against Morgan in any event, in any contingency or for any cause, except that Morgan warrants that it has conveyed the title it possesses in the Trust Equipment free of liens or defects of title resulting from action taken or omitted to be taken by Morgan other than in connection with the transactions contemplated by the Equipment Trust Agreement; and such Trust Equipment is accepted by Manufacturers Hanover, as successor trustee, subject to all the foregoing conditions set forth in this paragraph.

5. Upon the transfer and delivery of all moneys, any securities and Trust Equipment held by Morgan and the execution by Morgan of such instruments of transfer as may be reasonably requested by Manufacturers Hanover, and upon acceptance by Manufacturers Hanover of the assignment and of the trust, Morgan shall be relieved and discharged of all the title, rights, powers, duties and obligations of the trust thereunder and under the Trust Certificates, and the same shall become vested in Manufacturers Hanover, and every provision thereof applicable to Morgan shall apply to Manufacturers Hanover with like effect as if Manufacturers Hanover had been originally named therein in the place and

stead of Morgan; provided, however, that any rights of Morgan to compensation, expenses and disbursements for the period during which it serves as Trustee shall not be terminated by the execution and delivery of this instrument.

6. Notwithstanding any of the above, the appointment of Manufacturers Hanover as successor trustee is subject to the right of the holders of the majority in principal amount of the then outstanding Trust Certificates under the Equipment Trust Agreement by an instrument in writing to appoint any successor trustee, if such appointment is made within one year from the date of the giving of notice by Morgan to the Company of its intention to resign as Trustee.

7. Manufacturers Hanover shall not be held responsible in any way to the holders of the Trust Certificates or to any other person by reason of any act or omission of Morgan, as Trustee.

8. The Company and the Guarantor, for the purpose of more fully and certainly vesting in and confirming to Manufacturers Hanover, as successor trustee, such title and such estates, properties, rights, powers, trusts, duties and obligations, at the request of Manufacturers Hanover, join in the execution hereof.

9. The Company represents and warrants that:

(a) it is validly organized and existing;

(b) upon due execution and issuance thereof by Morgan, the Certificates were validly and lawfully issued;

(c) it has performed or fulfilled each covenant, agreement and condition on its part to be performed or fulfilled under the Equipment Trust Agreement;

(d) it has no knowledge of the existence of any default, or event of default, or any event which upon notice or passage of time or both would become a default or an event of default, under the Equipment Trust Agreement; and

(e) it will continue to perform the obligations undertaken by it under the Equipment Trust Agreement and its guaranty endorsed on each Trust Certificate.

10. Morgan represents and warrants to Manufacturers Hanover that

(a) it has made, or promptly will make, available to Manufacturers Hanover originals of all documents relating to the trust created by the Equipment Trust Agreement and all information in the possession of its Corporate Trust Department relating to the administration and status thereof and will furnish to Manufacturers

Hanover any of such documents or information
Manufacturers Hanover may request; and

(b) based on information known to the
officers in the Corporate Trust Department of
Morgan, as Trustee, no default or event of
default or event which upon notice or lapse of
time or both would become a default or an event
of default under the Equipment Trust Agreement
exists.

11. Manufacturers Hanover represents and warrants
that it is eligible and qualified to serve as successor
trustee under the provisions of the Equipment Trust
Agreement.

12. The Company hereby covenants to do and perform
any other act, and to execute, acknowledge, deliver, file,
register and record this Instrument of Appointment of,
Acceptance of Appointment by, and Assignment to, Successor
Trustee and Statement of New Identifying Numbers of Railroad
Equipment, or such other instruments as may be appropriate,
to be filed and recorded pursuant to Section 11303 of the
Interstate Commerce Act and otherwise as may be required by
law for the full protection of the title of the successor
trustee and of the rights of the holders of Trust
Certificates so that this Instrument, the Equipment Trust
Agreement and all said other instruments, shall at all times
be duly filed and recorded.

The Company will promptly furnish to the successor trustee certificates or other evidences of such filing and recording and an Opinion or Opinions of Counsel (as defined in the Equipment Trust Agreement) with respect thereto.

13. The Company and the Guarantor covenant and agree to execute all writings recognizing the transfer of title as hereinabove set forth and all instruments of further assurance or otherwise as reasonably may be requested by the successor trustee in the premises, and will do and perform any and all acts necessary to establish and maintain the title and rights of the successor trustee in and to the Trust Equipment.

14. Notwithstanding anything to the contrary in the Equipment Trust Agreement and the Trust Certificates, any Trust Certificate issued by Manufacturers Hanover as successor trustee under the Equipment Trust Agreement shall be signed by the facsimile signature of one of its Assistant Vice Presidents and its corporate seal in facsimile shall be imprinted thereon and attested by the manual signature of one of its Trust Officers and thereupon such Trust Certificate shall have the same effect as if it had been signed prior to the entry into force of this Instrument by the facsimile signature of a Vice President of Morgan and Morgans's corporate seal or a facsimile thereof had been affixed thereto and attested by one of the Assistant Trust

Officers of Morgan.

Similarly, any dividend warrants attached to the Trust Certificates shall bear the facsimile signature of one of Manufacturers Hanover's Assistant Vice Presidents in place of the facsimile signature of one of Morgan's Vice Presidents or its Treasurer.

15. This Instrument is being executed in several counterparts each of which when so executed shall be deemed to be an original, but such counterparts shall together constitute but one and the same instrument.

16. All notices, demands and other communications under the Equipment Trust Agreement shall be given to Manufacturers Hanover, as successor trustee, at 600 Fifth Avenue, New York, New York 10020, Attention: Corporate Trust Department, or at such other address as may hereafter be furnished to the Company in writing by Manufacturers Hanover.

17. A complete listing of the Trust Equipment subject to the Equipment Trust Agreement showing the type and current identification number of each unit thereof is attached hereto as Schedule B. This listing replaces and supersedes all previous listings of Trust Equipment in the Equipment Trust Agreement or any amendment or supplement thereto.

IC EQUIPMENT LEASING COMPANY

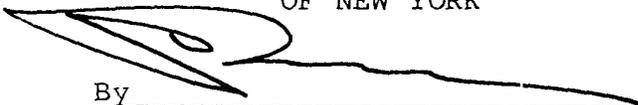
By 
Treasurer

(SEAL)

Attest:

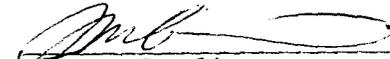

Assistant Secretary

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

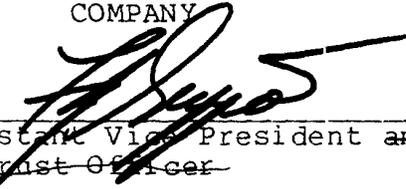
By 
P. J. Crooks
Vice President

(SEAL)

Attest:

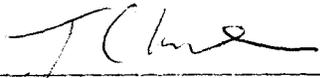

J. M. Gaudio
Assistant Secretary

MANUFACTURERS HANOVER TRUST
COMPANY

By 
Assistant Vice President and
Trust Officer

(SEAL)

Attest:


Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

By 
Treasurer

(SEAL)

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of August, 1984 before me personally appeared Christine J. Souser to me personally known, who being by me duly sworn, says that she is the Treasurer of IC EQUIPMENT LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah Lewis
Notary Public

(SEAL)

My Commission Expires: **My Commission Expires April 28, 1986**

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 28th day of August, 1984 before me personally appeared P. J. Crooks to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William P. Mifsud, Jr.
Notary Public

WILLIAM P. MIFSUD, JR.
Notary Public, State of New York
No. 4785483
Qualified in Kings County
Commission Expires: Mar. 30, 1985

(SEAL)

My Commission Expires:

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 29th day of August, 1984 before me personally appeared E. J. Gruppo to me personally known, who, being by me duly sworn, says that he is a ASSISTANT VICE PRESIDENT of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission Expires:



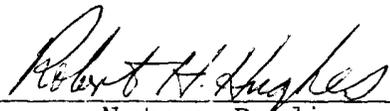
Notary Public
JAMES FOLEY
Notary Public, State of New York
No. 61-6648460
Qualified in New York County
Commission Expires March 30, 1986

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of August, 1984 before me personally appeared Sandor A. Loevy to me personally known, who being by me duly sworn, says that he is the Treasurer of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission Expires: NOV 23 1984



Notary Public

June 27, 1984

IC Equipment Leasing Company
111 East Wacker Drive
Chicago, Illinois 60601

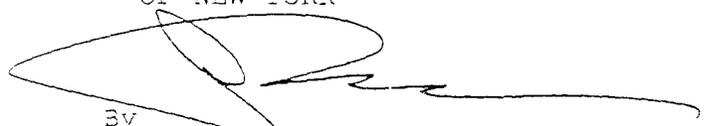
Attention: Treasurer

Dear Sirs:

Pursuant to Section 7.10 of the Equipment Trust Agreement dated as of May 1, 1971 to which you, as successor in interest to Chicago & Illinois Western Railroad, Illinois Central Gulf Railroad Company and Morgan Guaranty Trust Company of New York, Trustee (the "Trustee"), are parties, this is to notify you that with respect to such equipment trust agreement the Trustee desires to divest itself of title to the Trust Equipment (as defined therein) and to terminate its duties and obligations and rights as Trustee thereunder and under the Trust Certificates issued pursuant thereto, effective August 31, 1984. Please notify the Trustee within two weeks of your designation of a successor trustee to which may be assigned the entire right, title and interest of the Trustee in such Trust Equipment and in which may be vested the rights, powers, duties and obligations of the Trustee under such equipment trust agreement and under the Trust Certificates issued pursuant thereto.

Very truly yours,

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK



BV

Patrick J. Crooks
Vice President

June 28, 1984

Morgan Guaranty Trust Company
of New York, as Trustee
30 West Broadway
New York, New York 10015

Attention: Patrick J. Crooks
Vice President

Dear Sirs:

Pursuant to Section 7.10 of the Equipment Trust Agreement dated as of May 1, 1971 to which you, IC Equipment Leasing Company, as successor in interest to Chicago & Illinois Western Railroad (the "Company"), and Illinois Central Gulf Railroad Company are parties, and in response to your letter to the Company dated June 27, 1984 notifying of your desire to divest title to the Trust Equipment (as defined in such equipment trust agreement) and to terminate your duties and obligations and rights under such equipment trust agreement and the Trust Certificates issued pursuant thereto effective August 31, 1984, this is to notify you that the Company designates Manufacturers Hanover Trust Company, trustee (a corporation doing business in the Borough of Manhattan, City and State of New York having a capital and surplus aggregating at least \$100,000,000) as successor trustee, effective August 31, 1984, to which is to be assigned the entire right, title and interest of you as Trustee in the Trust Equipment and in which are to be vested the rights, powers, duties and obligations of the Trustee under such equipment trust agreement and under the Trust Certificates issued pursuant thereto.

Very truly yours,

IC EQUIPMENT LEASING COMPANY

By U. B. Moore
Secretary

SCHEDULE A

Equipment Trust Agreement
Designation

Date of
Agreement

ICC Recordation
Number

C&IW RR, Series A

May 1, 1971

6155

CHICAGO & WESTERN RR, SERIES A
 DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
IC	9559	9559		1	CABOOSE
IC	9574	9574		1	CABOOSE
IC	9577	9577		1	CABOOSE
IC	9579	9579		1	CABOOSE
IC	9582	9582		1	CABOOSE
IC	9584	9584		1	CABOOSE
IC	9586	9586		1	CABOOSE
IC	9589	9589		1	CABOOSE
IC	9599	9599		1	CABOOSE
IC	12900	12900		1	STEEL
IC	12902	12902		1	STEEL
IC	12904	12904		1	STEEL
IC	12906	12906		1	STEEL
IC	12915	12915		1	STEEL
IC	12926	12926		1	STEEL
IC	12930	12930		1	STEEL
IC	12936	12936		1	STEEL
IC	12939	12939		1	STEEL
IC	12942	12942		1	STEEL
IC	12951	12951		1	STEEL
IC	12954	12954		1	STEEL
IC	12957	12957		1	STEEL
IC	12962	12962		1	STEEL
IC	12964	12964		1	STEEL
IC	12966	12966		1	STEEL
IC	12969	12969		1	STEEL
IC	12971	12971		1	STEEL
IC	12976	12976		1	STEEL
IC	12979	12979		1	STEEL
IC	12984	12984		1	STEEL
IC	12989	12989		1	STEEL
IC	12991	12991		1	STEEL
IC	12997	12997		1	STEEL
IC	13001	13001		1	STEEL
IC	13007	13007		1	STEEL
IC	13011	13011		1	STEEL
IC	13015	13015		1	STEEL
IC	13017	13017		1	STEEL
IC	13019	13019		1	STEEL
IC	13021	13021		1	STEEL
IC	13023	13023		1	STEEL
IC	13040	13040		1	STEEL
IC	13054	13054		1	STEEL
IC	13056	13056		1	STEEL
IC	13058	13058		1	STEEL
IC	13061	13061		1	STEEL
IC	13064	13064		1	STEEL
IC	13067	13067		1	STEEL
IC	13069	13069		1	STEEL
IC	13079	13079		1	STEEL
IC	13086	13086		1	STEEL
IC	13089	13089		1	STEEL
IC	13094	13094		1	STEEL

CHICAGO ILL. WESTERN RR. SERIES A
 DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
IC	13096	13097		2	70-T 50' CUF BOX
IC	13099	13099		146	70-T 50' CUF BOX
IC	13101	13101		1	SUB-TOTAL DR BOX
IC	13104	13104		1	70-T 50' DR BOX
IC	13110	13110		1	70-T 50' DR BOX
IC	13113	13113		1	70-T 50' DR BOX
IC	13116	13116		1	70-T 50' DR BOX
IC	13120	13120		1	70-T 50' DR BOX
IC	13126	13126		1	70-T 50' DR BOX
IC	13129	13129		1	70-T 50' DR BOX
IC	13132	13132		1	70-T 50' DR BOX
IC	13134	13134		2	70-T 50' DR BOX
IC	13141	13141		2	70-T 50' DR BOX
IC	13145	13145		2	70-T 50' DR BOX
IC	13149	13149		2	70-T 50' DR BOX
IC	13153	13153		1	70-T 50' DR BOX
IC	13159	13159		1	70-T 50' DR BOX
IC	13161	13161		1	70-T 50' DR BOX
IC	13164	13164		1	70-T 50' DR BOX
IC	13167	13167		1	70-T 50' DR BOX
IC	13168	13168		1	70-T 50' DR BOX
IC	13171	13171		1	70-T 50' DR BOX
IC	13178	13178		1	70-T 50' DR BOX
IC	13180	13180		1	70-T 50' DR BOX
IC	13182	13182		4	70-T 50' DR BOX
IC	13189	13189		1	70-T 50' DR BOX
IC	13193	13193		1	70-T 50' DR BOX
IC	13195	13195		1	70-T 50' DR BOX
IC	13196	13196		1	70-T 50' DR BOX
IC	13199	13199		1	70-T 50' DR BOX
IC	13206	13206		1	70-T 50' DR BOX
IC	13208	13208		1	70-T 50' DR BOX
IC	13215	13215		3	70-T 50' DR BOX
IC	13219	13219		1	70-T 50' DR BOX
IC	13221	13221		1	70-T 50' DR BOX
IC	13225	13225		2	70-T 50' DR BOX
IC	13229	13229		2	70-T 50' DR BOX
IC	13232	13232		2	70-T 50' DR BOX
IC	13235	13235		1	70-T 50' DR BOX
IC	13237	13237		1	70-T 50' DR BOX
IC	13240	13240		1	70-T 50' DR BOX
IC	13243	13243		1	70-T 50' DR BOX
IC	13248	13248		2	70-T 50' DR BOX
IC	13254	13254		1	70-T 50' DR BOX
IC	13257	13257		2	70-T 50' DR BOX
IC	13265	13265		2	70-T 50' DR BOX
IC	13268	13268		2	70-T 50' DR BOX
IC	13273	13273		1	70-T 50' DR BOX
IC	13276	13276		1	70-T 50' DR BOX
IC	13278	13278		1	70-T 50' DR BOX

CHICAGO ILL. WESTERN RR, SERIES A
DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
IC	13295	13296		2	70-TT 50' DR BOX
IC	13300	13301		2	70-TT 50' DR BOX
IC	13303	13303		1	70-TT 50' DR BOX
IC	13311	13311		1	70-TT 50' DR BOX
IC	13314	13315		2	70-TT 50' DR BOX
IC	13321	13323		3	70-TT 50' DR BOX
IC	13327	13327		1	70-TT 50' DR BOX
IC	13328	13328		1	70-TT 50' DR BOX
IC	13331	13331		1	70-TT 50' DR BOX
IC	13337	13337		1	70-TT 50' DR BOX
IC	13341	13341		1	70-TT 50' DR BOX
IC	13348	13348		1	70-TT 50' DR BOX
IC	13354	13354		1	70-TT 50' DR BOX
IC	13356	13356		1	70-TT 50' DR BOX
IC	13359	13359		1	70-TT 50' DR BOX
IC	13362	13362		1	70-TT 50' DR BOX
IC	13366	13366		1	70-TT 50' DR BOX
IC	13374	13374		1	70-TT 50' DR BOX
IC	13378	13378		1	70-TT 50' DR BOX
IC	13381	13381		1	70-TT 50' DR BOX
IC	13393	13393		1	70-TT 50' DR BOX
				100	SUB-TOTAL
IC	13405	13405		5	70-TT 50' DF BOX
IC	13412	13412		6	70-TT 50' DF BOX
IC	13414	13414		1	70-TT 50' DF BOX
IC	13419	13419		3	70-TT 50' DF BOX
IC	13421	13421		1	70-TT 50' DF BOX
IC	13426	13426		4	70-TT 50' DF BOX
IC	13432	13432		4	70-TT 50' DF BOX
IC	13436	13436		1	70-TT 50' DF BOX
IC	13438	13438		1	70-TT 50' DF BOX
IC	13442	13442		3	70-TT 50' DF BOX
IC	13444	13444		1	70-TT 50' DF BOX
IC	13451	13451		4	70-TT 50' DF BOX
IC	13453	13453		1	70-TT 50' DF BOX
IC	13463	13463		1	70-TT 50' DF BOX
IC	13468	13468		2	70-TT 50' DF BOX
IC	13470	13470		1	70-TT 50' DF BOX
IC	13472	13472		1	70-TT 50' DF BOX
IC	13474	13475		2	70-TT 50' DF BOX
IC	13483	13483		6	70-TT 50' DF BOX
IC	13485	13485		1	70-TT 50' DF BOX
IC	13487	13487		2	70-TT 50' DF BOX
IC	13491	13497		7	70-TT 50' DF BOX
IC	13501	13501		6	70-TT 50' DF BOX
IC	13508	13508		1	70-TT 50' DF BOX
IC	13510	13517		8	70-TT 50' DF BOX
IC	13519	13523		5	70-TT 50' DF BOX
IC	13527	13528		2	70-TT 50' DF BOX
IC	13530	13530		1	70-TT 50' DF BOX

CHICAGO ILL. WESTERN RR. SERIES A
DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-O	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
IC	13542	13547		2	70-T 50' DF BOX
IC	13545	13547		3	70-T 50' DF BOX
IC	13550	13551		2	70-T 50' DF BOX
IC	13556	13560		5	70-T 50' DF BOX
IC	13564	13567		4	70-T 50' DF BOX
IC	13571	13572		2	70-T 50' DF BOX
IC	13574	13574		1	70-T 50' DF BOX
IC	13576	13584		9	70-T 50' DF BOX
IC	13587	13592		7	70-T 50' DF BOX
IC	13595	13595		1	70-T 50' DF BOX
IC	13597	13598		2	70-T 50' DF BOX
			135		SUB-TOTAL
IC	44300	44300		1	70-TON60'9" BOX
IC	44304	44304		1	70-TON60'9" BOX
IC	44306	44306		1	70-TON60'9" BOX
IC	44309	44309		1	70-TON60'9" BOX
IC	44314	44317		4	70-TON60'9" BOX
IC	44519	44319		1	70-TON60'9" BOX
			19		SUB-TOTAL
IC	44333	44335		3	100-TON60'9" BOX
IC	44337	44338		2	100-TON60'9" BOX
IC	44342	44342		1	100-TON60'9" BOX
IC	44344	44345		2	100-TON60'9" BOX
IC	44359	44359		1	100-TON60'9" BOX
IC	44361	44362		2	100-TON60'9" BOX
IC	44365	44365		1	100-TON60'9" BOX
IC	44369	44369		1	100-TON60'9" BOX
IC	44370	44371		2	100-TON60'9" BOX
IC	44386	44386		1	100-TON60'9" BOX
IC	44588	44388		1	100-TON60'9" BOX
IC	44399	44399		1	100-TON60'9" BOX
			18		SUB-TOTAL
IC	57001	57001		1	100-TON C HOPPER
IC	57003	57010		8	100-TON C HOPPER
IC	57012	57019		8	100-TON C HOPPER
IC	57021	57024		4	100-TON C HOPPER
IC	57026	57026		1	100-TON C HOPPER
IC	57028	57031		4	100-TON C HOPPER
IC	57034	57039		6	100-TON C HOPPER
IC	57041	57044		4	100-TON C HOPPER
IC	57046	57046		1	100-TON C HOPPER
IC	57049	57051		3	100-TON C HOPPER
IC	57053	57057		5	100-TON C HOPPER
IC	57060	57060		1	100-TON C HOPPER
IC	57062	57063		2	100-TON C HOPPER
IC	57066	57067		2	100-TON C HOPPER
IC	57070	57071		2	100-TON C HOPPER
IC	57074	57074		1	100-TON C HOPPER
IC	57076	57082		7	100-TON C HOPPER
IC	57084	57086		3	100-TON C HOPPER
IC	57088	57088		1	100-TON C HOPPER

CHICAGO ILL. WESTERN RR. SERIES A
DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
IC	57095	57095		1	100-TON C
IC	57099	57099		1	100-TON C
IC	57102	57104		3	100-TON C
IC	57109	57109		1	100-TON C
IC	57111	57111		1	100-TON C
IC	57113	57117		5	100-TON C
IC	57119	57119		1	100-TON C
IC	57121	57125		5	100-TON C
IC	57127	57128		2	100-TON C
IC	57130	57130		1	100-TON C
IC	57132	57132		1	100-TON C
IC	57134	57135		2	100-TON C
IC	57136	57136		1	100-TON C
IC	57137	57140		4	100-TON C
IC	57143	57144		2	100-TON C
IC	57145	57146		2	100-TON C
IC	57149	57150		2	100-TON C
IC	57154	57156		3	100-TON C
IC	57159	57159		1	100-TON C
IC	57161	57162		2	100-TON C
IC	57163	57164		2	100-TON C
IC	57166	57173		8	100-TON C
IC	57175	57177		3	100-TON C
IC	57178	57180		3	100-TON C
IC	57182	57185		4	100-TON C
IC	57187	57190		4	100-TON C
IC	57193	57199		7	100-TON C
IC	83500	83505		6	SUB-TOTAL
IC	83508	83509		2	70-TON WOOD CHIP
IC	83511	83513		3	70-TON WOOD CHIP
IC	83515	83518		4	70-TON WOOD CHIP
IC	83520	83528		9	70-TON WOOD CHIP
IC	83530	83538		9	70-TON WOOD CHIP
IC	83554	83552		1	70-TON WOOD CHIP
IC	83556	83554		1	70-TON WOOD CHIP
IC	83570	83573		4	70-TON WOOD CHIP
IC	83579	83577		2	70-TON WOOD CHIP
IC	83582	83580		2	70-TON WOOD CHIP
IC	83585	83590		6	70-TON WOOD CHIP
IC	83592	83592		1	70-TON WOOD CHIP
IC	83594	83597		4	70-TON WOOD CHIP
IC	83599	83599		1	70-TON WOOD CHIP
IC	580555	580555		1	SUB-TOTAL
IC	199550	199555		6	70-T 50' CUF BOX
IC	199551	199551		1	SUB-TOTAL
IC	199552	199552		1	STEEL CABOOSE
IC	199553	199553		1	STEEL CABOOSE
IC	199554	199554		1	STEEL CABOOSE
IC	199555	199555		1	STEEL CABOOSE

CHICAGO ILL. WESTERN RR. SERIES A
DATED AS OF MAY 1, 1971

SCHEDULE B

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
ICG	563040	563040	13140	1	70-T 50' DR BOX
ICG	563043	563043	13143	1	70-T 50' DR BOX
ICG	563044	563044	13144	1	70-T 50' DR BOX
ICG	563050	563050	13150	1	70-T 50' DR BOX
ICG	563051	563051	13151	1	70-T 50' DR BOX
ICG	563056	563056	13156	1	70-T 50' DR BOX
ICG	563057	563057	13157	1	70-T 50' DR BOX
ICG	563063	563063	13163	1	70-T 50' DR BOX
ICG	563065	563065	13165	1	70-T 50' DR BOX
ICG	563066	563066	13166	1	70-T 50' DR BOX
ICG	563072	563072	13172	1	70-T 50' DR BOX
ICG	563075	563075	13175	1	70-T 50' DR BOX
ICG	563079	563079	13179	1	70-T 50' DR BOX
ICG	563081	563081	13181	1	70-T 50' DR BOX
ICG	563091	563091	13191	1	70-T 50' DR BOX
ICG	563092	563092	13192	1	70-T 50' DR BOX
ICG	563100	563100	13200	1	70-T 50' DR BOX
ICG	563101	563101	13201	1	70-T 50' DR BOX
ICG	563103	563103	13203	1	70-T 50' DR BOX
ICG	563104	563104	13204	1	70-T 50' DR BOX
ICG	563105	563105	13205	1	70-T 50' DR BOX
ICG	563107	563107	13207	1	70-T 50' DR BOX
ICG	563111	563111	13211	1	70-T 50' DR BOX
ICG	563113	563113	13213	1	70-T 50' DR BOX
ICG	563114	563114	13214	1	70-T 50' DR BOX
ICG	563118	563118	13218	1	70-T 50' DR BOX
ICG	563122	563122	13222	1	70-T 50' DR BOX
ICG	563123	563123	13223	1	70-T 50' DR BOX
ICG	563138	563138	13238	1	70-T 50' DR BOX
ICG	563139	563139	13239	1	70-T 50' DR BOX
ICG	563141	563141	13241	1	70-T 50' DR BOX
ICG	563144	563144	13244	1	70-T 50' DR BOX
ICG	563145	563145	13245	1	70-T 50' DR BOX
ICG	563146	563146	13246	1	70-T 50' DR BOX
ICG	563147	563147	13247	1	70-T 50' DR BOX
ICG	563151	563151	13251	1	70-T 50' DR BOX
ICG	563152	563152	13252	1	70-T 50' DR BOX
ICG	563159	563159	13259	1	70-T 50' DR BOX
ICG	563162	563162	13262	1	70-T 50' DR BOX
ICG	563163	563163	13263	1	70-T 50' DR BOX
ICG	563166	563166	13266	1	70-T 50' DR BOX
ICG	563170	563170	13270	1	70-T 50' DR BOX
ICG	563175	563175	13275	1	70-T 50' DR BOX
ICG	563180	563180	13280	1	70-T 50' DR BOX
ICG	563181	563181	13281	1	70-T 50' DR BOX
ICG	563189	563189	13289	1	70-T 50' DR BOX
ICG	563193	563193	13293	1	70-T 50' DR BOX
ICG	563194	563194	13294	1	70-T 50' DR BOX
ICG	563197	563197	13297	1	70-T 50' DR BOX
ICG	563199	563199	13299	1	70-T 50' DR BOX
ICG	563202	563202	13302	1	70-T 50' DR BOX
ICG	563204	563204	13304	1	70-T 50' DR BOX

CHICAGO ILL. WESTERN RR. SERIES A
DATED AS OF MAY 1, 1971 L#006

SCHEDULE B

ROAD I-D	FROM CAR #	THR U CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
ICG	5632206	5632206	13309	1	70-T 50' DR BOX
ICG	5632209	5632209	13309	1	70-T 50' DR BOX
ICG	5632216	5632216	13316	1	70-T 50' DR BOX
ICG	5632224	5632224	13324	1	70-T 50' DR BOX
ICG	5632225	5632225	13325	1	70-T 50' DR BOX
ICG	5632229	5632229	13329	1	70-T 50' DR BOX
ICG	5632230	5632230	13330	1	70-T 50' DR BOX
ICG	5632242	5632242	13342	1	70-T 50' DR BOX
ICG	5632245	5632245	13345	1	70-T 50' DR BOX
ICG	5632246	5632246	13346	1	70-T 50' DR BOX
ICG	5632247	5632247	13347	1	70-T 50' DR BOX
ICG	5632250	5632250	13350	1	70-T 50' DR BOX
ICG	5632252	5632252	13352	1	70-T 50' DR BOX
ICG	5632255	5632255	13355	1	70-T 50' DR BOX
ICG	5632257	5632257	13357	1	70-T 50' DR BOX
ICG	5632258	5632258	13358	1	70-T 50' DR BOX
ICG	5632264	5632264	13364	1	70-T 50' DR BOX
ICG	5632265	5632265	13365	1	70-T 50' DR BOX
ICG	5632269	5632269	13369	1	70-T 50' DR BOX
ICG	5632270	5632270	13370	1	70-T 50' DR BOX
ICG	5632271	5632271	13371	1	70-T 50' DR BOX
ICG	5632275	5632275	13375	1	70-T 50' DR BOX
ICG	5632279	5632279	13379	1	70-T 50' DR BOX
ICG	5632282	5632282	13382	1	70-T 50' DR BOX
ICG	5632284	5632284	13384	1	70-T 50' DR BOX
ICG	5632287	5632287	13387	1	70-T 50' DR BOX
ICG	5632289	5632289	13389	1	70-T 50' DR BOX
ICG	5632290	5632290	13390	1	70-T 50' DR BOX
ICG	5632292	5632292	13392	1	70-T 50' DR BOX
ICG	5632295	5632295	13395	1	70-T 50' DR BOX
ICG	5632298	5632298	13398	1	70-T 50' DR BOX
ICG	5632299	5632299	13399	1	70-T 50' DR BOX
ICG	5633306	5633306	13406	99	SUB-TOTAL 70-T 50' DF BOX
ICG	5633315	5633315	13415	1	SUB-TOTAL 70-T 50' DF BOX
ICG	5633327	5633327	13427	1	70-T 50' DF BOX
ICG	5633354	5633354	13454	1	70-T 50' DF BOX
ICG	5633371	5633371	13471	1	70-T 50' DF BOX
ICG	5633377	5633377	13477	1	70-T 50' DF BOX
ICG	5633384	5633384	13484	1	70-T 50' DF BOX
ICG	5633407	5633407	13507	1	70-T 50' DF BOX
ICG	5633418	5633418	13518	1	70-T 50' DF BOX
ICG	5633425	5633425	13525	1	70-T 50' DF BOX
ICG	5633426	5633426	13526	1	70-T 50' DF BOX
ICG	5633429	5633429	13529	1	70-T 50' DF BOX
ICG	5633431	5633431	13531	1	70-T 50' DF BOX
ICG	5633433	5633433	13533	1	70-T 50' DF BOX
ICG	5633448	5633448	13548	1	70-T 50' DF BOX
ICG	5633453	5633453	13553	1	70-T 50' DF BOX
ICG	5633461	5633461	13561	1	70-T 50' DF BOX

CHICAGO ILL. WESTERN RR. SERIES A
 DATED AS OF MAY 1, 1971 L#006

SCHEDULE D

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
ICG	563463	563463	13563	1	70-T 50'DF BOX
ICG	563468	563468	13568	1	70-T 50'DF BOX
ICG	563470	563470	13570	1	70-T 50'DF BOX
ICG	563475	563475	13575	1	70-T 50'DF BOX
ICG	563486	563486	13586	1	70-T 50'DF BOX
ICG	580405	580405	12905	23	SUB-TOTAL
ICG	580425	580425	12925	1	70-T 50' CUF BOX
ICG	580429	580429	12929	1	70-T 50' CUF BOX
ICG	580435	580435	12935	1	70-T 50' CUF BOX
ICG	580441	580441	12941	1	70-T 50' CUF BOX
ICG	580453	580453	12953	1	70-T 50' CUF BOX
ICG	580468	580468	12968	1	70-T 50' CUF BOX
ICG	580488	580488	12988	1	70-T 50' CUF BOX
ICG	580495	580495	12995	1	70-T 50' CUF BOX
ICG	580496	580496	12996	1	70-T 50' CUF BOX
ICG	580510	580510	13010	1	70-T 50' CUF BOX
ICG	580514	580514	13014	1	70-T 50' CUF BOX
ICG	580539	580539	13039	1	70-T 50' CUF BOX
ICG	580541	580541	13041	1	70-T 50' CUF BOX
ICG	580563	580563	13063	1	70-T 50' CUF BOX
ICG	580588	580588	13088	1	70-T 50' CUF BOX
ICG	580598	580598	13098	1	70-T 50' CUF BOX
ICG	620366	620366	44366	17	SUB-TOTAL
ICG	620373	620373	44373	1	100-TON 60'9" BOX
ICG	660301	660301	44301	1	SUB-TOTAL
ICG	660302	660302	44302	1	70-TON 60'9" BOX
ICG	660303	660303	44303	1	70-TON 60'9" BOX
ICG	660305	660305	44305	1	70-TON 60'9" BOX
ICG	660307	660307	44307	1	70-TON 60'9" BOX
ICG	660308	660308	44308	1	70-TON 60'9" BOX
ICG	660310	660310	44310	1	70-TON 60'9" BOX
ICG	660311	660311	44311	1	70-TON 60'9" BOX
ICG	660312	660312	44312	1	70-TON 60'9" BOX
ICG	660313	660313	44313	1	70-TON 60'9" BOX
ICG	660318	660318	44318	1	70-TON 60'9" BOX
ICG	660321	660321	44321	1	70-TON 60'9" BOX
ICG	660322	660322	44322	1	70-TON 60'9" BOX
ICG	660323	660323	44323	1	70-TON 60'9" BOX
ICG	660324	660324	44324	1	70-TON 60'9" BOX
ICG	660325	660325	44325	1	70-TON 60'9" BOX
ICG	660326	660326	44326	1	70-TON 60'9" BOX
ICG	660327	660327	44327	1	70-TON 60'9" BOX
ICG	660328	660328	44328	1	70-TON 60'9" BOX
ICG	660329	660329	44329	1	70-TON 60'9" BOX
ICG	670330	670330	44330	20	SUB-TOTAL
ICG	670331	670331	44331	1	100-TON 60'9" BOX
ICG	670332	670332	44332	1	100-TON 60'9" BOX
ICG	670336	670336	44336	1	100-TON 60'9" BOX
ICG	670340	670340	44340	1	100-TON 60'9" BOX

CHICAGO ILL. WESTERN RR. SERIES A
DATED AS OF MAY 1, 1971 L#006

SCHEDULE D

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
ICG	670341	670341	44341	1	100-TON60'9" BUX
ICG	670343	670343	44343	1	100-TON60'9" BUX
ICG	670346	670346	44346	1	100-TON60'9" BUX
ICG	670347	670347	44347	1	100-TON60'9" BUX
ICG	670348	670348	44348	1	100-TON60'9" BUX
ICG	670349	670349	44349	1	100-TON60'9" BUX
ICG	670350	670350	44350	1	100-TON60'9" BUX
ICG	670351	670351	44351	1	100-TON60'9" BUX
ICG	670352	670352	44352	1	100-TON60'9" BUX
ICG	670353	670353	44353	1	100-TON60'9" BUX
ICG	670354	670354	44354	1	100-TON60'9" BUX
ICG	670355	670355	44355	1	100-TON60'9" BUX
ICG	670356	670356	44356	1	100-TON60'9" BUX
ICG	670357	670357	44357	1	100-TON60'9" BUX
ICG	670358	670358	44358	1	100-TON60'9" BUX
ICG	670360	670360	44360	1	100-TON60'9" BUX
ICG	670363	670363	44363	1	100-TON60'9" BUX
ICG	670364	670364	44364	1	100-TON60'9" BUX
ICG	670367	670367	44367	1	100-TON60'9" BUX
ICG	670368	670368	44368	1	100-TON60'9" BUX
ICG	670372	670372	44372	1	100-TON60'9" BUX
ICG	670374	670374	44374	1	100-TON60'9" BUX
ICG	670375	670375	44375	1	100-TON60'9" BUX
ICG	670376	670376	44376	1	100-TON60'9" BUX
ICG	670377	670377	44377	1	100-TON60'9" BUX
ICG	670378	670378	44378	1	100-TON60'9" BUX
ICG	670381	670381	44381	1	100-TON60'9" BUX
ICG	670382	670382	44382	1	100-TON60'9" BUX
ICG	670383	670383	44383	1	100-TON60'9" BUX
ICG	670385	670385	44385	1	100-TON60'9" BUX
ICG	670387	670387	44387	1	100-TON60'9" BUX
ICG	670389	670389	44389	1	100-TON60'9" BUX
ICG	670390	670390	44390	1	100-TON60'9" BUX
ICG	670391	670391	44391	1	100-TON60'9" BUX
ICG	670392	670392	44392	1	100-TON60'9" BUX
ICG	670393	670393	44393	1	100-TON60'9" BUX
ICG	670394	670394	44394	1	100-TON60'9" BUX
ICG	670395	670395	44395	1	100-TON60'9" BUX
ICG	670396	670396	44396	1	100-TON60'9" BUX
ICG	670398	670398	44398	1	100-TON60'9" BUX
ICG	764800	764800	57000	1	SUB-TOTAL HOPPER
ICG	764820	764820	57020	1	100-TON C. HOPPER
ICG	764845	764845	57045	1	100-TON C. HOPPER
ICG	764852	764852	57052	1	100-TON C. HOPPER
ICG	764859	764859	57059	1	100-TON C. HOPPER
ICG	764861	764861	57061	1	100-TON C. HOPPER
ICG	764865	764865	57065	1	100-TON C. HOPPER
ICG	764868	764868	57068	1	100-TON C. HOPPER
ICG	764869	764869	57069	1	100-TON C. HOPPER
ICG	764889	764889	57089	1	100-TON C. HOPPER
ICG	764890	764890	57090	1	100-TON C. HOPPER
ICG	764891	764891	57091	1	100-TON C. HOPPER
ICG	764892	764892	57092	1	100-TON C. HOPPER
ICG	764893	764893	57093	1	100-TON C. HOPPER
ICG	764894	764894	57094	1	100-TON C. HOPPER
ICG	764895	764895	57095	1	100-TON C. HOPPER
ICG	764896	764896	57096	1	100-TON C. HOPPER
ICG	764898	764898	57098	1	100-TON C. HOPPER
ICG	764899	764899	57099	1	100-TON C. HOPPER
ICG	764900	764900	57100	1	100-TON C. HOPPER

CHICAGO AND WESTERN RR, SERIES A
 DATED AS OF MAY 1, 1971 L#006

SCHEDULE D

ROAD I-D	FROM CAR #	THRU CAR #	OLD NUMBER	# OF CARS	DESCRIPTION
ICG	764897	764897	57097	1	100-TON C. HOPPER
ICG	764898	764898	57098	1	100-TON C. HOPPER
ICG	764900	764900	57100	1	100-TON C. HOPPER
ICG	764901	764901	57101	1	100-TON C. HOPPER
ICG	764926	764926	57126	1	100-TON C. HOPPER
ICG	764931	764931	57131	1	100-TON C. HOPPER
ICG	764948	764948	57148	1	100-TON C. HOPPER
ICG	764951	764951	57151	1	100-TON C. HOPPER
ICG	764952	764952	57152	1	100-TON C. HOPPER
ICG	764957	764957	57157	1	100-TON C. HOPPER
ICG	764974	764974	57174	1	100-TON C. HOPPER
ICG	764986	764986	57186	1	100-TON C. HOPPER
ICG	764992	764992	57192	1	100-TON C. HOPPER
ICG	865007	865007	83507	24	SUB-TOTAL
ICG	865019	865019	83519	1	70-TON WOOD CHIP
ICG	865053	865053	83553	1	70-TON WOOD CHIP
ICG	865074	865074	83574	1	70-TON WOOD CHIP
ICG	865084	865084	83584	1	70-TON WOOD CHIP
				5	SUB-TOTAL
				975	